

BOISE, MONDAY, FEBRUARY 6, 2023, AT 11:10A.M.

IN THE SUPREME COURT OF THE STATE OF IDAHO

**GERINGER CAPITAL, dba GERINGER)
CAPITAL, INC., a Nevada corporation,)**

Plaintiff-Appellant,)

v.)

**TAUNTON PROPERTIES, LLC, a Minnesota)
limited liability company; COMMERCIAL)
NORTHWEST, LLC, an Idaho limited)
liability company, dba Commercial Northwest)
Property Management; BOTTOM LINE II,)
LLC, an Idaho limited liability company, dba)
KW Commercial; PACIFIC COMMERCIAL)
REALTY ADVISORS - BOISE, LLC, an)
Idaho limited liability company,)**

Defendants-Respondents,)

and)

**LCA-CA I, LLC, a California limited liability)
company; MW WOODSIDE LAND, LLC, a)
Delaware limited liability company; and MW)
WOODSIDE, LLC, a Delaware limited)
liability company,)**

Defendants.)

**GERINGER CAPITAL, dba GERINGER)
CAPITAL, INC., a Nevada corporation,)**

Plaintiff-Counterdefendant- Appellant,)

v.)

**LCA-CA I, LLC, a California limited liability)
company; MW WOODSIDE LAND, LLC, a)
Delaware limited liability company; and MW)
WOODSIDE, LLC, a Delaware limited)
liability company,)**

Docket No. 49184 / 49522

)
Defendants-Counterclaimants-)
Respondents,)
)
and,)
)
TAUNTON PROPERTIES, LLC, a Minnesota)
limited liability company; COMMERCIAL)
NORTHWEST, LLC, an Idaho limited)
liability company, dba Commercial Northwest)
Property Management; BOTTOM LINE II,)
LLC, an Idaho limited liability company, dba)
KW Commercial; PACIFIC COMMERCIAL)
REALTY ADVISORS - BOISE, LLC, an)
Idaho limited liability company,)
)
Defendants.)
)
)

Appeal from the District Court of the Fourth Judicial District of the State of Idaho,
Ada County. Patrick Miller, District Judge.

Kurtz Law, PLLC, Boise, for Appellant.

Givens Pursley, LLP, Boise, for Respondents LCA-CA I, LLC, MW Woodside
Land, LLC, and MW Woodside, LLC.

Borton-Lakey Law & Policy, Meridian, for Respondents Taunton Properties, LLC.

Davison, Copple, Copple & Copple, Boise, for Respondent Bottom Line II, LLC.

Gordon & Rees Scully Mansukhani LLP, Boise, for Respondent Pacific
Commercial Realty – Boise, LLC.

Powers Farley PC, Boise, for Respondent Commercial Northwest, LLC.

This case involves a contract dispute primarily between Geringer Capital (“Geringer”) and Taunton Properties, LLC (“Taunton Properties”). Geringer sent Taunton Properties an Offer Letter to buy Taunton Properties’ 63 townhomes and 3.8 acres of adjacent property in Eagle, Idaho. Taunton Properties’ manager signed the Offer Letter. LCA-CA I, LLC (“LCA”) subsequently submitted a separate offer to buy Taunton Properties’ property. Taunton Properties accepted LCA’s offer after being advised by its’ representatives, Commercial Northwest, LLC (“Commercial Northwest”), Bottom Line II, LLC (“Bottom Line”), Pacific Commercial Realty Advisors (“Pacific Commercial”), as well as LCA, that Geringer’s Offer Letter was unenforceable. Geringer subsequently brought this action, alleging that the Offer Letter is an enforceable contract, and therefore, Taunton Properties is bound to sell Geringer the property. Additionally, Geringer alleges that Commercial Northwest, Bottom Line, Pacific Commercial, and LCA tortiously interfered with its contractual rights under the Offer Letter and committed civil conspiracy to wrongfully encourage Taunton Properties to repudiate its obligations under the offer letter.

The Respondents moved to dismiss Geringer’s complaint, arguing the Offer Letter is not an enforceable contract. The district court granted the motion and dismissed Geringer’s complaint, explaining the Offer Letter was an unenforceable agreement to agree and the contained an insufficient property description under the Idaho statute of frauds. Because the Offer Letter was unenforceable, the district court dismissed Geringer’s tortious interference and civil conspiracy claims for failure to state a claim upon which relief can be granted. Geringer appeals the district court’s dismissal of its complaint, arguing the Offer Letter is an enforceable contract because it contains all material terms—including a sufficient property description. Additionally, Geringer challenges the dismissal of its tortious interference and civil conspiracy claims.